

ATTACHMENT 2

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JFK)
)	Jointly Administered
Debtors.)	
)	Objection Date:

**NINETY-FIRST MONTHLY APPLICATION OF
BEVERIDGE & DIAMOND, P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM MAY 1, 2013 THROUGH MAY 31, 2013**

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	May 1, 2013 through May 31, 2013
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$53,474.85
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$26.82

This is a: XX monthly interim final application.

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cunning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 ²	\$ 57.62	\$46,587.50 ³	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 ⁴	\$1,308.41	\$ 5,726.25 ⁵	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

² The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

³ The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

⁴ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

⁵ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	1,360.00	\$365.78
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	\$920.00	\$524.75
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	\$2,702.50	\$11.37
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	\$25,585.00	\$1.40
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	\$39,237.00	\$516.80
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	\$ 8,128.00	\$ 46.35
7/7/09	4/1/09 - 4/30/09	\$ 80,837.00	\$1,411.58	\$ 80,837.00	\$1,411.58
7/20/09	5/1/09 - 5/31/09	\$ 80,837.00	\$ 1,411.58	\$ 80,837.00	\$ 1,411.58
9/2/09	6/1/09 - 6/30/09	\$38,481.50	\$ 888.98	\$38,481.50	\$ 888.98
9/15/09	7/1/089 - 7/31/09	\$6,972.00	\$ 534.11	\$6,972.00	\$ 534.11
10/1/09	8/1/09 - 8/31/09	\$1,991.50	\$ 5.80	\$1,991.50	\$ 5.80
11/2/09	9/1/09 - 9/30/09	\$ 6,836.00	\$ 53.92	\$ 6,836.00	\$ 53.92
12/9/09	10/1/09 - 10/31/09	\$ 15,246.00	\$ 75.86	\$ 15,246.00	\$ 75.86
1/4/10	11/1/09 - 11/30/09	\$ 14,828.50	\$ 56.80	\$ 14,828.50	\$ 56.80
2/3/10	12/1/09 - 12/31/09	\$ 7,224.00	\$ 84.20	\$ 7,224.00	\$ 84.20
3/31/10	1/1/10 - 1/31/10	\$ 2,778.00	\$ 36.85	\$ 2,778.00	\$ 36.85
3/31/10	2/1/10 - 2/28/10	\$ 4,449.50	\$12.27	\$ 4,449.50	\$12.27
5/17/10	3/1/10 – 3/31,2010	\$ 24,367.50	\$11.00	\$ 24,367.50	\$11.00
7/1/10	4/1/10 – 4/30/10	\$ 10,250.00	\$ 82.97	\$ 10,250.00	\$ 82.97
7/1/10	5/1/10 – 5/31/10	\$ 3,476.00	\$ 23.86	\$ 3,476.00	\$ 23.86
8/16/10	6/1/10 - 6/30/10	\$ 24,234.00	\$ 19.20	\$ 24,234.00	\$ 19.20
8/30/10	7/1/10 - 7/31/10	\$ 20,113.50	\$ 18.28	\$ 20,113.50	\$ 18.28
10/25/10	8/1/10 - 8/31/10	\$2,986.00	\$ 235.07	\$2,986.00	\$ 235.07
11/9/10	9/1/10 - 9/30/10	\$25,288.00	\$ 251.36	\$25,288.00	\$ 251.36
12/17/10	10/1/10 - 10/31/10	\$13,119.50	\$ 352.94	\$13,119.50	\$ 352.94
1/10/11	11/1/10 - 11/30/10	\$ 13,940.00	\$ 50.56	\$ 13,940.00	\$ 50.56
3/3/11	12/1/10 - 12/31/10	\$ 18,381.47	\$ 46.47	\$ 18,381.47	\$ 46.47
4/5/11	1/1/11 - 1/31/11	\$ 4,046.00	\$129.34	\$ 4,046.00	\$129.34
4/5/11	2/1/11 - 2/28/11	\$ 9,082.00	\$ 0.20	\$ 9,082.00	\$ 0.20
5/31/11	3/1/11 - 3/31/11	\$ 5,617.50	\$ 21.36	\$ 5,617.50	\$ 21.36
6/13/11	4/1/11 - 4/30/11	\$ 5,612.00	\$ 96.75	\$ 5,612.00	\$ 96.75
7/8/11	5/1/11 - 5/31/11	\$10,248.00	\$ 16.76	\$10,248.00	\$ 16.76
9/14/11	6/1/11 - 6/30/11	\$ 22,223.50	\$ 20.40	\$ 22,223.50	\$ 20.40
9/14/11	7/1/11 - 7/31/11	\$ 9,342.00	\$ 94.66	\$ 9,342.00	\$ 94.66
9/29/11	8/1/11 - 8/31/11	\$31,785.50	\$268.57	\$31,785.50	\$268.57
11/16/11	9/1/11 - 9/30/11	\$ 8,447.50	\$341.60	\$ 8,447.50	\$341.60
12/1/11	10/1/11 - 10/31/11	\$11,621.00	\$55.64	\$11,621.00	\$55.64
12/27/11	11/1/11 – 11/30/11	\$ 14,634.50	\$ 56.70	\$ 14,634.50	\$ 56.70
3/26/12	12/1/11 – 12/31/11	\$82,764.50	\$ 94.75	\$82,764.50	\$ 94.75
3/26/12	1/1/12 – 1/31/12	\$151,022.60	\$322.03	\$151,022.60	\$322.03
5/24/12	2/1/12 – 2/29/12	\$102,163.92	\$337.47	\$102,163.92	\$337.47

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
5/31/12	3/1/12 – 3/31/12	\$75,252.72	\$5,424.17	\$75,252.72	4,872.91
5/31/12	4/1/12 – 4/30/12	\$65,693.98	\$276.11	\$65,693.98	\$276.11
7/10/12	5/1/12 – 5/31/12	\$67,685.32	\$7,598.67	\$67,685.32	\$7,598.67
10/19/12	6/1/12 – 6/30/12	\$ 100,573.94	\$ 56.90	\$ 100,573.94	\$ 56.90
10/19/12	7/1/12 – 7/31/12	\$126,281.50	\$358.82	\$126,281.50	\$358.82
10/19/12	8/1/12 – 8/31/12	\$ 86,536.12	\$ 279.07	\$ 86,536.12	\$ 279.07
11/20/12	9/1/12 – 9/30/12	\$118,060.38	\$ 471.15	\$118,060.38	\$ 471.15
12/6/12	10/1/12 – 10/31/12	\$ 73,142.76	\$ 2,866.15	Pending	Pending
1/15/13	11/1/12 – 11/30/12	\$65,594.62	\$ 3,333.31	Pending	Pending
2/4/13	12/1/12 – 12/31/12	\$ 51,747.70	\$ 84.79	Pending	Pending
5/21/13	1/1/13 – 1/31/13 (Amended)	\$ 72,915.30	\$ 370.59	Pending	Pending
3/22/13	2/1/13 – 2/28/13	\$ 56,287.35	\$ 378.50	Pending	Pending
5/7/13	3/1/13 – 3/31/13	\$ 52,251.30	\$1,406.51	Pending	Pending
6/6/13	5/1/13 – 5/30/13	\$ 57,437.55	\$ 278.04	Pending	Pending

B&D PROFESSIONALS⁶

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Pamela D. Marks	Principal; Joined Firm 1997; Member MD Bar since 1986	\$545.00	64.90	\$35,370.50
Karl S. Bourdeau	Principal; Joined Firm 1980; Member DC bar since 1978	\$750.00	17.20	\$12,900
Jayni Lanham	Associate; Joined Firm 2008; Member MD Bar since 2008	\$365.00	4.30	\$1,569.50
Laura K. McAfee	Principal; Joined Firm 1995; Member MD Bar since 1991	\$535.00	17.90	\$9,576.50

Fees:	\$ 59,416.50
Less 10% Discount:	(\$5,941.65)
Total Fees:	\$ 53,474.85
Total Hours:	104.30
Blended Rate:	\$ 513.00

⁶ These amounts are the sum total from all of the invoices attached hereto.

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	104.30	\$53,474.85

EXPENSE SUMMARY⁷

Expense Category	Service Provider (if applicable) ⁸	Total Expense
Photocopying	@ 0.10 per page	\$12.00
Postage		\$5.62
Long Distance Telephone		\$9.20

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period May 1, 2013 through May 31, 2013, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$53,474.85 and actual and necessary expenses in the amount of \$26.82 for a total allowance of \$53,501.67 and payment of \$42,779.88 (80% of the allowed fees) and reimbursement of \$26.82 (100% of the allowed expenses) be authorized for a total payment of \$42,806.70 and for such other and further relief as this Court may deem just and proper.

Dated: July 10, 2013

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks

201 N. Charles Street, Suite 2210

Baltimore, MD 21201

Telephone: 410-230-1315

Facsimile: 410-230-1389

Counsel for Debtors and Debtors in Possession

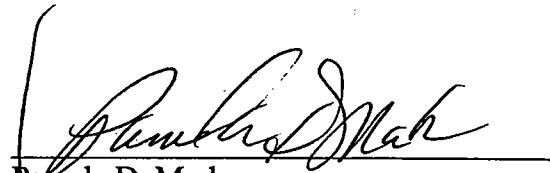
⁷ These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

⁸ B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

VERIFICATION

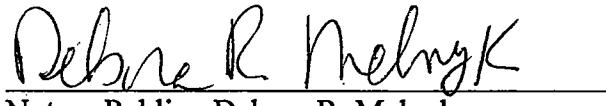
Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



Pamela D. Marks

SWORN AND SUBSCRIBED
before me this 10th day of July, 2013.



Debora R. Melnyk

Notary Public: Debora R. Melnyk
My Commission Expires: May 27, 2017

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W.R. GRACE & CO., et al.¹)
Debtors.) Case No. 01-01139 (JFK)
) Jointly Administered
)
) Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S
MONTHLY FEE APPLICATION FOR THE PERIOD
MAY 1, 2013 THROUGH MAY 31, 2013

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darez Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace Jvh, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cunning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

(IRIS)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON D.C. 20005-3311
(202) 789-6000

W. R. Grace & Co.
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

June 26, 2013
Client/Matter # 01246-015172
Invoice # 154680
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/13 in Connection With:

IRIS

05/01/13	P. Marks	C300	1.60	Prepare for and telephone conference with consultant re scientific issues.
05/02/13	K. Bourdeau	C300	0.80	Conference call with Grace team re status and path forward, and internal communications re recent developments.
05/02/13	P. Marks	C300	1.10	Prepare for and conduct weekly team call, and follow-up call with H. Feichko and L. Duff.
05/02/13	P. Marks	C300	2.10	Evaluate and prepare agenda and slides for science meeting and review related guidance for same.
05/03/13	K. Bourdeau	C300	0.50	Communications re recent developments, and preparation for meetings.
05/03/13	P. Marks	C300	1.40	Telephone conference with L. Duff, H. Feichko and S. Levin re science meeting and related issues.
05/03/13	P. Marks	C300	0.60	Review information on pertinent regulatory developments.
05/06/13	P. Marks	C300	1.40	Preparation for meeting.
05/07/13	K. Bourdeau	C300	0.50	Review recent developments relevant to Grace, and communications with P. Marks re same.

05/07/13	P. Marks	C300	0.80	Email exchanges re meeting preparation agenda and participation.
05/07/13	P. Marks	C300	2.40	Telephone conference with S. Levin and L. Duff re format and substance of science meeting and follow-up tasks re same.
05/08/13	K. Bourdeau	C300	0.50	Review new developments and communications with P. Marks re same.
05/08/13	P. Marks	C300	0.70	Address meeting preparation, direct staff re same and multiple emails re same.
05/09/13	P. Marks	C300	0.40	Emails to consultant re coordination and information.
05/09/13	P. Marks	C300	1.80	Review consultant comments and questions, and revise meeting materials to incorporate same.
05/09/13	P. Marks	C300	1.60	Telephone conference with L. Duff, H. Feichko and S. Levin re meeting materials.
05/09/13	P. Marks	C300	0.70	Follow-up telephone conference with client team re meeting materials.
05/10/13	K. Bourdeau	C300	0.30	E-mail communications re preparation for scientific team meeting.
05/10/13	P. Marks	C300	1.30	Multiple communications with J. Flynn and address preparation of presentation.
05/10/13	P. Marks	C300	1.20	Prepare review slides and materials.
05/12/13	P. Marks	C300	1.60	Review materials for meeting.
05/13/13	K. Bourdeau	C300	0.30	Conference with P. Marks re preparation for client meeting, action items, and path forward.
05/13/13	K. Bourdeau	C300	6.00	Participate in meeting with client and follow-up review of report to inform subsequent discussion.
05/13/13	P. Marks	C300	1.20	Prepare for conference with science team.
05/13/13	P. Marks	C300	6.00	Conduct conference with science team.
05/13/13	P. Marks	C300	1.30	Post meeting evaluation with L. Duff.
05/14/13	K. Bourdeau	C300	5.00	Participate in Grace team meeting and follow-up conferences re same, path forward.

05/14/13	P. Marks	C300	6.40	Prepare for and conduct client's science meeting and post meeting discussion with experts.
05/14/13	P. Marks	C300	2.30	Post meeting evaluations with K. Bourdeau and with L. Duff, H. Feichko and S. Levin.
05/14/13	P. Marks	C300	0.40	Coordinate with J. Lanham re FOIA and update client re same.
05/14/13	J. Lanham	C300	1.30	Prepare email and FOIA request.
05/15/13	K. Bourdeau	C300	0.80	Prepare summary of key policy arguments requested by P. Marks.
05/16/13	P. Marks	C300	0.60	Emails re meeting follow-up with experts.
05/20/13	P. Marks	C300	1.00	Telephone conference with consultant re meeting results and next steps.
05/20/13	P. Marks	C300	1.70	Evaluate FOIA issues and prepare letter.
05/21/13	K. Bourdeau	C300	0.50	Review new developments and communications with P. Marks and E. Wolk re same.
05/21/13	P. Marks	C300	0.30	Telephone conference with B. Corcoran re tasks.
05/21/13	P. Marks	C300	1.30	Review new information from consultants and re regulatory developments and emails re same.
05/21/13	J. Lanham	C300	1.00	Prepare and send FOIA request.
05/22/13	P. Marks	C300	2.90	Telephone conference with H. Feichko and prepare summary of issues.
05/23/13	K. Bourdeau	C300	0.50	Participate in Grace team strategy/status call.
05/23/13	P. Marks	C300	0.80	Telephone conference with consultant re strategy issues.
05/23/13	P. Marks	C300	0.50	Weekly update call.
05/23/13	P. Marks	C300	0.60	Emails with client team re legislative developments.
05/23/13	P. Marks	C300	0.50	Telephone conference with L. Duff re tasks.
05/24/13	P. Marks	C300	1.00	Telephone conference with L. Duff re results of meetings and tasks.
05/24/13	P. Marks	C300	0.50	Assess developments and email exchanges re same.

05/24/13	P. Marks	C300	1.10	Prepare summary document.
05/25/13	P. Marks	C300	4.10	Prepare summary document re science/policy issues.
05/28/13	P. Marks	C300	0.70	Preparation and emails re strategy meeting.
05/28/13	P. Marks	C300	2.90	Prepare memorandum re science meeting.
05/29/13	P. Marks	C300	1.10	Telephone conference with J. Flynn re technical issues and follow-up telephone conferences and emails with client.
05/29/13	P. Marks	C300	1.80	Telephone conference with consultant and H. Feichko re background concentration assessments and follow-up emails re same.
05/29/13	J. Lanham	C300	1.00	Research re FOIA issues.
05/30/13	P. Marks	C300	1.40	Telephone conference with L. Duff, H. Feichko and J. Flynn re studies and follow-up emails re same.
05/30/13	J. Lanham	C300	1.00	Research re FOIA litigation process and prepare email to P. Marks re same.

Total Hours : 83.10

Total Fees : \$47,734.00

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	15.70	\$750.00	\$11,775.00
P. Marks	63.10	\$545.00	\$34,389.50
J. Lanham	4.30	\$365.00	\$1,569.50
Total Fees :			\$47,734.00
10% Discount :			(4,773.40)
Total Fees Due :			\$42,960.60

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	83.10	\$47,734.00
Total	83.10	\$47,734.00
Total Fees :	83.10	\$47,734.00
10% Discount :		(4,773.40)
Total Fees Due :		\$42,960.60

Summary by Disbursement Codes :

	Bill Amount
E105 Telephone	\$9.20

BEVERIDGE & DIAMOND, P.C.

INVOICE # 154680

June 26, 2013

PAGE 6

Total Disbursements : \$9.20

TOTAL DUE : \$42,969.80

EXHIBIT B

(Petition)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON D.C. 20005-3311
(202) 789-6000

W. R. Grace & Co.
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

June 26, 2013
Client/Matter # 01246-015504
Invoice # 154681
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/13 in Connection With:

Petition

05/18/13 K. Bourdeau C300 1.50 Review new court decision and prepare detailed e-mail to client analyzing same.

Total Hours : 1.50

Total Fees : \$1,125.00

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	1.50	\$750.00	\$1,125.00
Total Fees :			\$1,125.00
10% Discount :			(112.50)
Total Fees Due :			\$1,012.50

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	1.50	\$1,125.00
Total	1.50	\$1,125.00
Total Fees : 1.50 \$1,125.00		
10% Discount : (112.50)		
Total Fees Due : \$1,012.50		

Summary by Disbursement Codes :

TOTAL DUE : \$1,012.50

EXHIBIT C

(Curtis Bay Air)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON D.C. 20005-3311
(202) 789-6000

W. R. Grace & Co.
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

June 26, 2013
Client/Matter # 01246-015577
Invoice # 154682
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/13 in Connection With:

Curtis Bay Air

05/01/13	L. McAfee	C300	0.50	Review revised project documents.
05/08/13	L. McAfee	C300	0.80	Communications with Zephyr, client re air permitting issues.
05/16/13	L. McAfee	C300	0.50	Emails re project issues.
05/17/13	L. McAfee	C300	2.50	Site meeting.
05/31/13	L. McAfee	C300	3.00	Site meeting.

Total Hours : 7.30

Total Fees : \$3,905.50

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
L. McAfee	7.30	\$535.00	\$3,905.50
		Total Fees :	\$3,905.50
		10% Discount :	(390.55)
		Total Fees Due :	\$3,514.95

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	7.30	\$3,905.50
Total	7.30	\$3,905.50
		Total Fees : 7.30 \$3,905.50
		10% Discount : (390.55)
		Total Fees Due : \$3,514.95

Summary by Disbursement Codes :

TOTAL DUE : \$3,514.95

EXHIBIT D

(General Regulatory/Compliance Issues)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON D.C. 20005-3311
(202) 789-6000

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

June 26, 2013
Client/Matter # 01246-012100
Invoice # 154677
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/13 in Connection With:

General Regulatory/Compliance Issues
100042

05/06/13	L. McAfee	C300	0.30	Telephone conference with L. Duff.
05/06/13	L. McAfee	C300	0.50	Preparation for 5/7 meeting.
05/07/13	L. McAfee	C300	2.50	Prepare for and conduct air training.
05/14/13	L. McAfee	C300	4.50	Draft memorandum re air regulatory issue and send to L. Duff.
05/17/13	L. McAfee	C300	2.50	Review, revise, and send memorandum.
05/24/13	L. McAfee	C300	0.30	Emails with H. Feichko re good air pollution control practices.

Total Hours : 10.60

Total Fees : \$5,671.00

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
L. McAfee	10.60	\$535.00	\$5,671.00
		Total Fees :	\$5,671.00
		10% Discount :	(567.10)
		Total Fees Due :	\$5,103.90

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	10.60	\$5,671.00
Total	10.60	\$5,671.00
		Total Fees : 10.60 \$5,671.00
		10% Discount : (567.10)
		Total Fees Due : \$5,103.90

Summary by Disbursement Codes :

TOTAL DUE : \$5,103.90

EXHIBIT E

(Bankruptcy Fee Application)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON D.C. 20005-3311
(202) 789-6000

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

June 26, 2013
Client/Matter # 01246-012629
Invoice # 154678
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/13 in Connection With:

Bankruptcy Fee Application
100035

05/17/13	P. Marks	C300	0.80	Address fee petition issues.
05/29/13	P. Marks	L190	0.70	Bankruptcy fee issues.

Total Hours : 1.50
Total Fees : \$817.50

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	1.50	\$545.00	\$817.50
		Total Fees :	\$817.50
		10% Discount :	(81.75)
		Total Fees Due :	\$735.75

Summary by Task Codes :

CODE	Hours	Bill Amount	
C300	0.80	\$436.00	
Total	0.80	\$436.00	
L100			
L190	0.70	\$381.50	
Total L100	0.70	\$381.50	
	Total Fees :	1.50	\$817.50
	10% Discount :		(81.75)
	Total Fees Due :		\$735.75

Summary by Disbursement Codes :

	Bill Amount	
E101	Copying	\$12.00
E108	Postage	\$5.62

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INVOICE # 154678

June 26, 2013

PAGE 3

Total Disbursements : \$17.62

TOTAL DUE : \$753.37

EXHIBIT F

(Trivalent Chromium)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON D.C. 20005-3311
(202) 789-6000

W. R. Grace & Co.
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

June 26, 2013
Client/Matter # 01246-014988
Invoice # 154679
Federal ID# 52-1247549

For Legal Services Rendered Through 05/31/13 in Connection With:

Trivalent Chromium

05/30/13 P. Marks C300 0.30 Check in with MDE re status.

Total Hours : 0.30

Total Fees : \$163.50

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	0.30	\$545.00	\$163.50
Total Fees :			\$163.50
10% Discount :			(16.35)
Total Fees Due :			\$147.15

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	0.30	\$163.50
Total	0.30	\$163.50
Total Fees :	0.30	\$163.50
10% Discount :		(16.35)
Total Fees Due :		\$147.15

Summary by Disbursement Codes :

TOTAL DUE :	\$147.15
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